

1 ALLEN J. RUBY (STATE BAR NO. 47109)  
Allen.Ruby@skadden.com  
2 GARRETT J. WALTZER (STATE BAR NO. 130764)  
Garrett.Waltzer@skadden.com  
3 THOMAS V. CHRISTOPHER (STATE BAR NO. 185928)  
Thomas.Christopher@skadden.com  
4 RICHARD S. HORVATH, JR. (STATE BAR NO. 254681)  
Richard.Horvath@skadden.com  
5 SKADDEN, ARPS, SLATE, MEAGHER & FLOM LLP  
525 University Avenue, Suite 1100  
6 Palo Alto, California 94301  
Telephone: (650) 470-4500  
7 Facsimile: (650) 470-4570

Attorneys for Defendants  
MARC L. ANDREESSEN, LAWRENCE T. BABBIO,  
SARI M. BALDAUF, RAJIV L. GUPTA,  
JOHN H. HAMMERgren, JOEL Z. HYATT,  
JOHN R. JOYCE, ROBERT L. RYAN, LUCILLE S.  
SALHANY, and G. KENNEDY THOMPSON

**UNITED STATES DISTRICT COURT  
NORTHERN DISTRICT OF CALIFORNIA  
SAN JOSE DIVISION**

14 SAGINAW POLICE & FIRE PENSION  
FUND, Derivatively on Behalf of HEWLETT-  
PACKARD COMPANY, )  
15 )  
16 Plaintiff, )  
17 vs. )  
18 MARC L. ANDREESSEN, LAWRENCE T. )  
BABBIO, SARI M. BALDAUF, RAJIV L. )  
19 GUPTA, JOHN H. HAMMERMgren, MARK )  
V. HURD, JOEL Z. HYATT, JOHN R. )  
20 JOYCE, ROBERT L. RYAN, LUCILLE S. )  
21 SALHANY and G. KENNEDY THOMPSON, )  
22 Defendants, )  
23 -and- )  
24 HEWLETT-PACKARD COMPANY, )  
25 Nominal Defendant. )

PROPOSED  
[PROPOSED] ORDER APPROVING  
SUBSTITUTION OF COUNSEL

1 TO ALL PARTIES AND THEIR COUNSEL OF RECORD:

2 Defendants Marc L. Andreessen, Lawrence T. Babbio, Sari M. Baldauf, Rajiv L. Gupta,  
3 John H. Hambergren, Joel Z. Hyatt, John R. Joyce, Robert L. Ryan, Lucille S. Salhany and G.  
4 Kennedy Thompson (the "Director Defendants") seek an order permitting substitution of Allen J.  
5 Ruby (SBN 47109) of the law firm Skadden, Arps, Slate, Meagher & Flom, LLP, located at 525  
6 University Avenue, Suite 1100, Palo Alto, CA 94301, in place of James E. Lyons (SBN 112582) of  
7 the law firm Skadden, Arps, Slate, Meagher & Flom, LLP, located at 525 University Avenue, Suite  
8 1100, Palo Alto, CA 94301 in *Saginaw Police & Fire Pension Fund v. Andreessen et. al.*, Case No.  
9 5:10-CV-04720-EJD.

10 Pursuant to Civil Local Rule 11-5 and in accordance with General Order 45, the Court  
11 approves the substitution of counsel sought by the Director Defendants.

12 IT IS SO ORDERED.

13 DATED: October 6, 2011



14  
15 THE HONORABLE EDWARD J DAVILA  
16 UNITED STATES DISTRICT COURT JUDGE

17 Respectfully Submitted by:

18 DATED: October 3, 2011

19 SKADDEN, ARPS, SLATE, MEAGHER & FLOM LLP

20  
21 By: /s/ Garrett J. Waltzer

GARRETT J. WALTZER  
Attorneys for Defendants

22 MARC L. ANDREESSEN, LAWRENCE T. BABBIO,  
23 SARI M. BALDAUF, RAJIV L. GUPTA,  
JOHN H. HAMMERGREN, JOEL Z. HYATT,  
24 JOHN R. JOYCE, ROBERT L. RYAN, LUCILLE S.  
SALHANY and G. KENNEDY THOMPSON

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